

Exhibit C

EXHIBIT D

PROHIBITED USES

As used in this Lease, the term “Prohibited Uses” shall mean any of the following uses:

As to the Premises, any of the following uses:

1. Any use which emits or results in strong, unusual or offensive odors, fumes, dust or vapors, is a public or private nuisance, emits noise or sounds which are objectionable due to intermittence, beat, frequency, shrillness or loudness, creates a hazardous condition, or is used, in whole or in part, as or for warehousing or the dumping or disposing of garbage or refuse, other than odors and fumes normally emanating from the operation of a restaurant otherwise allowed hereunder;
2. Any operation primarily used as a warehouse or storage facility and any assembling, manufacturing, distilling, refining, smelting, agricultural, or mining operation;
3. Any “second hand” store, “surplus” store or “thrift store” other than of the type operating in first-class shopping centers (such as Play It Again Sports, as such store is operated as of the Effective Date) or other than an upscale antiques’ shop;
4. Any mobile home park, trailer court, labor camp, junkyard, or stockyard (except that this provision shall not prohibit the temporary use of construction trailers in Landlord designated areas during periods of construction, reconstruction, or maintenance);
5. Any dumping, disposing, incineration, or reduction of garbage (exclusive of trash compactors or trash containers located near the rear of any building);
6. Any fire sale, bankruptcy sale (unless pursuant to a court order), auction house operation, fictitious going-out-of-business sale, lost-our-lease sale or similarly advertised event (provided that if any such use is conducted by a third party in violation of its lease then Landlord’s only obligation shall be to use commercially reasonable efforts to prevent the same);
7. Any central laundry, dry cleaning plant, or laundromat;
8. Any automobile, truck, trailer, boat or recreational vehicle sales, leasing display or body shop repair operation;
9. Any bowling alley or skating rink;
10. Any live performance theater, auditorium, sporting event, or other entertainment use, or any meeting hall or convention center, unless part of a hotel otherwise permitted hereunder;
11. Any living quarters, sleeping apartments, or lodging rooms;
12. Any veterinary hospital or animal raising or boarding facilities;
13. Any mortuary or funeral home or cemetery;
14. Any “Pornographic Use”, which shall include, without limitation: (x) a store displaying for sale or exhibition books, magazines or other publications containing any combination of photographs, drawings or sketches of a sexual nature, which are not primarily scientific or educational [provided, however, that the sale of books, magazines and other publications by a national bookstore of the type normally located in first-class shopping centers in the State in which the Shopping Center is located (such as, for example, Borders and Barnes & Noble, as said stores currently operate) shall not be deemed a “pornographic use” hereunder]; or (y) a store offering for exhibition, sale or rental video cassettes or other medium capable of projecting, transmitting or reproducing, independently or in conjunction with another device, machine or equipment, an image or series of images, the content of which has been rated or advertised generally as NC-17 or “X” or unrated by the Motion Picture Rating Association, or any successor thereto [provided, however, that the sale or rental of such videos by a national video store of the type normally located in first-class shopping centers in the State in which the Shopping Center is located (such as, for example, Blockbuster or West Coast Video, as said stores currently operate) shall not be deemed a “pornographic use” hereunder]; or (z) a movie theater offering for exhibition, sale or rental video cassettes or other medium capable of projecting, transmitting or reproducing, independently or in conjunction with another device, machine or equipment, an image or series of images, the content of which has been rated or advertised generally as NC-17 or “X” or unrated by the Motion Picture Rating Association, or any successor thereto [provided, however, that the exhibition, sale or rental of such videos by a national or regional theater operator of the type normally located in first-class shopping centers in the State in which the Shopping Center is located (such as, for example, AMC or Regal or Cobb, as said theaters currently operate) shall not be deemed a “pornographic use” hereunder]; or (zz) a massage parlor [except for therapeutic massages given in connection with the operation of a day spa, health club or chiropractor which may otherwise be permitted under this Exhibit D];
15. Any so-called “head shop”, or other establishment primarily selling or exhibiting drug-related paraphernalia;

16. Any bar, tavern, or other establishment selling alcoholic beverages for on-or-off-premises consumption, except that alcoholic beverages may be served as an incidental part of the operation of a restaurant typically operating in a first-class shopping center and operated primarily as a restaurant and not as a bar or tavern (such as TGI Fridays, Applebee's, Red Lobster, Chipotle, PF Chang's and Olive Garden) or as a part of the operation of a nationally or regionally recognized themed sports bar and grill typically operating in a first-class shopping center (such as Champs and Rock Bottom) or if the operation is an upscale wine bar such as Press 101 or an upscale craft brewery such as Brass Tap;

17. Any catering or banquet hall unless in conjunction with operation of a hotel otherwise permitted hereunder;

18. Any flea market, or any amusement or video arcade or game room (other than inside, and as an incidental part, of a restaurant otherwise allowed hereunder), pool or billiard hall, night club, discotheque, or dance hall;

19. Any training or education facility or school or telemarketing center, including but not limited to: beauty schools, barber colleges, reading rooms, places of instruction or other operations catering primarily to students or trainees rather than to customers, provided, however, this prohibition shall not be applicable to on-site employee training by a tenant incidental to the conduct of its business at the Shopping Center;

20. Any gambling facility or operation, including but not limited to: off-track or sports betting parlor; table games such as black-jack or poker; slot machines; video poker/black-jack/keno machines or similar devices; or bingo hall. Notwithstanding the foregoing, this prohibition shall not apply to governmental sponsored gambling activities, or charitable gambling activities, so long as such governmental and/or charitable activities are incidental to the business operation being conducted by Tenant;

21. Any unlawful use;

22. Any pawn shop, gun shop, or tattoo parlor;

23. Any church or other place of religious worship;

24. Any car wash, automobile repair shop, or any business servicing motor vehicles in any respect, including, without limitation, any quick lube oil change service, tire center or gasoline or service station or facility;

25. Any carnival, amusement park or circus;

26. Any medical clinics or medical offices including but not limited to any so-called methadone clinics, blood banks, or drug or alcohol treatment or rehabilitation centers;

27. Any office use other than office space used in connection with and incidental to a permitted retail use hereunder;

28. Any hotel/motel;

29. Any daycare center;

30. Any veterinary office;

31. Any children's entertainment or activity facility (such as "Discovery Zone", or "Chuck E. Cheese's");

32. Any karate or other martial arts center;

33. Any restaurant serving meals for on-or off-premises consumption (unless specifically allowed under Tenant's Permitted Use of the Premises);

34. Any beauty parlor or nail salon (unless specifically allowed under Tenant's Permitted Use of the Premises);

35. Any health spa, exercise facility or similar type business; or

36. Any store primarily selling merchandise which is classed as "odd lot", "close out", "clearance", "discontinued", "cancellation", "second", "factory reject", "sample", "floor model", "demonstrator", "obsolescent", "over stock", "distressed", "bankruptcy", "fire sale" or "damaged", such as, for example, "Grossman's Bargain Outlet", "Contractor's Warehouse", "Big Lots", "Liquidation World", or "Odd Job.

37. All exclusives and restricted uses set forth on Exhibit D-1, attached hereto.

As to the Shopping Center, any of the uses set forth in numbers 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 25, and 26 above only.